



PUBLIC NOTICE

FEDERAL COMMUNICATIONS COMMISSION

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**WIRELESS TELECOMMUNICATIONS BUREAU AND INTERNATIONAL BUREAU
GRANT CONSENT FOR TRANSFER OF CONTROL OF BROADBAND PCS
LICENSES FROM COOK INLET REGION, INC. TO
VOICESTREAM PCS BTA I CORPORATION**

Pursuant to sections 4(i) and 310(d) of the Communications Act of 1934, as amended, (the "Act"), 47 U.S.C. §§ 154(i), 310(d),¹ and section 0.331 of the Commission's rules, 47 C.F.R. § 0.331, the Wireless Telecommunications Bureau approves, subject to the conditions set forth below, the applications requesting Commission consent to transfer control of certain broadband Personal Communications Services ("PCS") licenses ultimately controlled by Cook Inlet Region, Inc. ("Cook") to VoiceStream PCS BTA I Corporation ("VoiceStream PCS"), an indirect wholly owned subsidiary of VoiceStream Wireless Corporation ("VoiceStream").² No comments or petitions to deny were received in response to the Public Notice announcing that the applications had been accepted for filing.³

These applications were filed in connection with a proposed transaction pursuant to which Cook's wholly owned subsidiary, Cook Inlet Mobile Corporation ("CIMC"), will exchange its membership interest in Cook Inlet/VS GSM IV PCS Holdings, LLC ("CIVS IV Holdings") for cash and for stock in VoiceStream's parent entity, Deutsche Telekom AG ("DT"). CIVS IV Holdings holds, directly or indirectly, 100 percent of the membership interests in three Commission licensee subsidiaries. In addition, in light of DT's 100 percent indirect ownership of VoiceStream, DT's indirect foreign ownership in the licensee subsidiaries will increase from 83.65 percent to 100 percent following the transaction.

Pursuant to sections 4(i) and 310(b)(4) of the Act, 47 U.S.C. §§ 154(i), 310(b)(4), and section 0.261 of the Commission's rules, 47 C.F.R. § 0.261, the International Bureau finds that it

¹ The Wireless Telecommunications Bureau finds that these transfers of control are in the public interest, convenience, and necessity. *See* 47 U.S.C. § 310(d).

² *See* File Numbers 0000756925 (Cook Inlet/VS GSM IV PCS, LLC), 0000756955 (CIVS IV License Sub I, LLC), and 0000756953 (BCN Communications, LLC).

³ *See* VoiceStream PCS BTA I Corporation and Cook Inlet Region, Inc. Seek FCC Consent for Transfer of Control of Broadband PCS Licenses, *Public Notice*, DA 02-454 (rel. Feb. 27, 2002).

would not serve the public interest to prohibit the indirect foreign ownership by DT in the three Cook licensees to increase to 100 percent.⁴ Specifically, this ruling permits the requested indirect foreign ownership of these licensees by DT and its German shareholders (up to 100 percent), with the exception of the German government, and the German government through its investment in DT (up to 43 percent).⁵ The Cook licensees may accept up to and including an additional, aggregate 25 percent indirect equity and/or voting interests from other unnamed non-U.S. investors, including non-German shareholders of DT, subject to the following conditions. First, no single non-U.S. individual or entity – with the exception of DT and the German government – may acquire indirect ownership of the licensees in excess of 25 percent without Commission approval under section 310(b)(4) of the Act. Second, the licensees shall seek approval under section 310(b)(4) of the Act before they accept any additional indirect investment by the German government in excess of the permitted 43 percent.

Pursuant to section 1.103 of the Commission's rules, 47 C.F.R. § 1.103, the consent granted herein is effective upon release of this Public Notice. Pursuant to sections 1.106(f) and 1.115(a) of the Commission's rules, 47 C.F.R. §§ 1.106(f), 1.115(a), petitions for reconsideration and applications for review may be filed within thirty days of the release of this Public Notice.

The above-referenced applications are subject to the following conditions: all installment payments must be current on the consummation date.⁶ Consent is also conditioned upon full payment of any required unjust enrichment payments on or before the consummation date.⁷

By this approval, the parties are authorized to proceed to the final stages of their transactions. Section 1.948(d) of the Commission's rules provides that "the transaction must be consummated and notification provided to the Commission within 180 days of public notice of approval, and notification of consummation must occur no later than 30 days after actual consummation."⁸ Hence, we remind parties that a transfer shall not be considered complete until the underlying transaction closes and all conditions set forth in the grant documents, including this Public Notice and the application, are met. Upon receipt of the notification required by section 1.948(d) of the Commission's rules, and satisfaction of all requisite conditions, the Commission will consider the transfer complete.

Failure of the parties to comply with Section 1.948(d) of the Commission's rules, or any specific condition described above, will result in automatic cancellation of the Commission's approval, and dismissal of the underlying application(s).

⁴ See ISP-PDR-20020201-00004.

⁵ As of the filing date of the applications and petition for declaratory ruling, the German government owned 43 percent of the equity in DT. See FCC Form 602 filed by VoiceStream Wireless Corporation, Attachment 1 at 1 (filed Feb. 4, 2002).

⁶ In order to be current, the installment payment may not be in the non-delinquency period or grace period. See Amendment of Part 1 of the Commission's Rules – Competitive Bidding Procedures, *Third Report and Order and Second Further Notice of Proposed Rulemaking*, 13 FCC Rcd 374 (1997). In addition, there must be no outstanding fees, including late fees, due to the Commission.

⁷ See 47 C.F.R. §§ 1.2111(c) and (d).

⁸ See 47 C.F.R. §1.948(d).

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